Exhibit A

Letter
from Paul Scott Alexander of Scott Communications, Inc., dated June 15, 2001

SCOTT COMMUNICATIONS INC.
273 PERSIMMON TREE RD.
SELMA, ALABAMA, 36701
334.875.9360

June 15, 2001

Mr. Richard Ferguson
Co-Chief Operating Officer
COX Radio, Inc.
Atlanta, Ga 30319

Dear Dick,

For good and valuable consideration received from COX Radio, Inc., I agree to take the following steps in support of the COX / AMS UPGRADE PROJECT agreement dated June 15, 2001 :

1. As President of Scott Communications, Inc., I will cause Scott Communications to exercise all of its rights and perform all its obligations under the Option Agreements of June, 2001, between Scott Communications and the licensees of WEZZ-FM, WZLM-FM, AND WSSY-FM.at the first available opportunity following the issuance by the Federal Communications Commission of a Report & Order accepting your counterproposal in MM DOCKET 01-104 :.., provided that COX makes the payments to AMS in a timely fashion.

2. Upon the exercise of its options to purchase the foregoing stations , Scott Communications will file the appropriate Federal Communications Commission applications to modify the technical facilities of WEZZ-FM, WZLM-FM, WSSY-FM, and WJAM-FM, all in support of and consistent with the COX / AMS UPGRADE PROJECT. After the applications are granted, Scott Communications will construct the facilities as authorized as soon as possible.

Very Sincerely,

Paul Scott Alexander
President
Scott Communications, Inc..

Exhibit B

Technical Exhibit
by du Treil, Lundin & Rackley, Inc.

TECHNICAL EXHIBIT
COUNTERPROPOSAL IN MM DOCKET NUMBER 01-104

Table of Contents

TECHNICAL EXHIBIT
COUNTERPROPOSAL IN MM DOCKET NUMBER 01-104

Technical Narrative

The Technical Exhibit, of which this Narrative is part, contains a counterproposal in MM Docket Number 01-104, which proposes the allocation of Channel 263A at Auburn, Alabama.

The herein counterproposal is mutually exclusive with the proposed Channel 263A at Auburn due to the proposed substitution of Channel 262A for Channel 247A at Dadeville, which is one of the requirements to accommodate the substitution of Channel 247C2 at Gardendale for Channel 247A at Homewood. The "net" effect of this counterproposal is a gain of 221,595 persons over an area of 6,030 square kilometers.

All population data, unless otherwise noted, is based upon the 2000 Housing and Population Census. The determination of available reception services was based on the criteria set forth in footnote 1 of the Notice of Proposed Rule Making in MM Docket No. 96-219 (DA 96-1774; adopted October 25, 1996, released November 1, 1996). Urbanized area definitions are based upon the 1990 Census.

Summary of Counterproposal

Below is a summary of the allocation changes requested in the counterproposal.

- Delete Channel 247A at Homewood, Alabama and allot Channel 247C2 at Gardendale, Alabama.
- Delete Channel 295C at Birmingham and allot Channel 295C at Homewood, Alabama.
- Substitute Channel 262A for Channel 247A at Dadeville, Alabama.
- Substitute Channel 300A for Channel 247A at Orrville, Alabama.
- Modify the reference coordinates of vacant Channel 248A, Pine Level, Alabama.
- Delete Channel 249A at Clanton and allot Channel 249A at Jemison, Alabama.
- Delete Channel 248A at Talladega and allot Channel 248A at Goodwater, Alabama.
- Modify the reference coordinates for Channel 249A at Thomaston, Alabama.

Proposed Channel 247C2 Gardendale, Alabama

It is proposed to delete Channel 247A at Homewood, Alabama and allot Channel 247C2 to Gardendale, Alabama. There are no aural services assigned to Gardendale. Due to the proposed allotment of Channel 295C from Birmingham to Homewood, the city of Homewood would have no "net" loss in the number of assigned aural services.

The existing 70 dBu contour of the Channel 247A at Homewood encompasses 614 square kilometers, or 59%, of the Birmingham urbanized area and 449,300 persons, or 72%, of the Birmingham urbanized population. The proposed 70 dBu contour of Channel 247C2 at Gardendale encompasses 936 square kilometers, or 90%, of the Birmingham urbanized area and 589,600 persons, or 94%, of the Birmingham urbanized population. It is noted that the Birmingham urbanized area encompasses 55% and 85% of the Gardendale city area and population, respectively. Homewood is entirely encompassed within the Birmingham urbanized area.

The attached Sheet 1 of Figure 2 is a tabulation of the required separations pertinent to the use of Channel 247C2 at Gardendale. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments, except for (1) Channel 247A at Dadeville, Alabama, (2) Channel 247A at Orrville, Alabama and (3) Channel 248A at Talladega, Alabama. Channel substitutions are requested for these stations in this instant counterproposal to accommodate Channel 247C2 at Gardendale.[1] Operation from the reference site will provide the requisite city grade signal to all of Gardendale. Sheet 2 of Figure 2 is a coverage map showing the 70 dBu contour and the city limits of Gardendale.

Below are the Channel 247C2 Gardendale reference site geographic coordinates:

33° 34′ 55″ North Latitude
86° 56′ 46″ West Longitude

[1] The allotment of Channel 247C2 at Gardendale is also mutually exclusive with the allotment of Channel 247A at Homewood.

The city of Gardendale has a population of 11,626 persons. The Channel 247C2 service gain area would contain 215,600 persons over an area of 6,030 square kilometers. There would be no loss area created. The total Channel 247C2 60 dBu service area would contain 902,600 persons over an area of 8,490 square kilometers as compared to the existing Channel 247A 60 dBu service area contains 687,000 persons over an area of 2,460 square kilometers. There are no aural services presently assigned to Gardendale.

Proposed Channel 295C Homewood, Alabama

It is proposed to delete Channel 295C at Birmingham and allot Channel 295C to Homewood, Alabama. With this change, Homewood would maintain its one aural service.

It is proposed to use the presently licensed Channel 295C Birmingham licensed transmitter site as the Homewood reference coordinates. Sheet 1 of Figure 3 is a tabulation of the required separations pertinent to the use of Channel 295C at Homewood. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments, except for (1) Channel 295A at Stonewall, Mississippi and (2) Channel 296C2 at Rockmart, Georgia.[2] Both of these stations requested Section 73.215 of the Commission's Rules short-spacing provisions to Channel 295C. Hence, since Channel 295C did not initiate these short-spacings, the proposed Homewood allotment should be considered fully-spaced for allotment purposes. Sheet 2 of Figure 3 is the coverage map showing the 70 dBu contour and the city limits of Homewood.

[2] The allotment of Channel 295C at Homewood is also mutually exclusive with the allotment of Channel 295C at Birmingham.

It is noted that the existing Channel 295C at Birmingham completely encompasses the Birmingham urbanized area with its 70 dBu contour. Since there is no change is site coordinates, Channel 295C at Homewood would continue to completely encompasses the Birmingham urbanized area with its 70 dBu contour.

Below are the Channel 295C Homewood reference site geographic coordinates:

33° 29′ 19″ North Latitude
86° 47′ 58″ West Longitude

The city of Homewood has a population of 25,043 persons. The Channel 295C 60 dBu service area would maintain service to 1,222,500 persons over an area of 18,130 square kilometers.

Proposed Channel 262A Dadeville, Alabama

It is proposed to substitute Channel 262A for Channel 247A at Dadeville to accommodate Channel 247C2 at Gardendale. This substitution can be made at the existing Dadeville transmitter site location. Therefore, there would be no service gain or loss at Dadeville.

Figure 4 is a tabulation of the required separations pertinent to the use of Channel 262A at Dadeville. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments, except for the proposed Channel 263A at Auburn, Alabama. Therefore, this counterproposal is mutually exclusive with this proposed Auburn allotment. Operation from the reference site will continue to provide the requisite city grade signal to all of Dadeville. Since there is no change in the Dadeville

geographic coordinates, it is obvious that the required 70 dBu coverage will continue to be provided to Dadeville.

Below are the Channel 262A Dadeville reference site geographic coordinates:

32° 52′ 58″ North Latitude
85° 49′ 16″ West Longitude

The city of Dadeville has a population of 3,212 persons. Channel 262A would continue to provide service to 43,600 persons over an area of 2,460 square kilometers. The proposed Dadeville substitution does not provide 70 dBu coverage to any urbanized area.

Proposed Channel 300A Orrville, Alabama

It is proposed to substitute Channel 300A for Channel 247A at Orrville to accommodate Channel 247C2 at Gardendale.

The attached Sheet 1 of Figure 5 is a tabulation of the required separations pertinent to the use of Channel 300A at Orrville. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments, except for the existing Channel 247A at Orrville due to the intermediate frequency allocation separation requirement. Operation from the reference site will continue to provide the requisite city grade signal to all of Orrville. Sheet 2 of Figure 5 is a coverage map showing the 70 dBu contour and the city limits of Orrville.

Below are the Channel 300A Orrville reference site geographic coordinates:

32° 19' 35" North Latitude
87° 11' 57" West Longitude

The town of Orrville has a population of 230 persons.

There would be a "net" loss of 1,765 persons resulting from the substitution of Channel 300A for Channel 247A at Orrville. The gain/loss analysis map is provided in Sheet 3 of Figure 5. The total proposed Channel 247A 60 dBu service area would contain 43,760 persons over an area of 2,460 square kilometers; the existing Channel 247A 60 dBu service area contains 45,525 persons over an area of 2,460 square kilometers. The proposed Orrville substitution does not provide 70 dBu coverage to any urbanized area. The loss area would contain service from at least 5 other full-time stations.

Proposed Channel 248A Goodwater, Alabama

It is proposed to delete Channel 248A at Talladega and allot Channel 248A at Goodwater, Alabama to accommodate Channel 247C2 at Gardendale.

The attached Sheet 1 of Figure 6 is a tabulation of the required separations pertinent to the use of Channel 248A at Goodwater. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments, except for (1) Channel 248A at Pine Level, Alabama and (2) Channel 249A at Clanton, Alabama.[3] [4] It is herein

[3] Channel 248A at Goodwater is also short-spaced to Channel 247A at Dadeville. However, it is already proposed to substitute Channel 262A for Channel 247A at Dadeville. Therefore, Dadeville is not an allocation concern.

[4] The allotment of Channel 248A at Goodwater is also mutually exclusive with the allotment of Channel 248A at Talladega.

proposed to change the reference coordinates for Pine Level and the reference coordinates and city of license for Clanton. Operation from the reference site will provide the requisite city grade signal to all of Goodwater. Sheet 2 of Figure 6 is a coverage map showing the 70 dBu contour and the city limits of Goodwater.

Below are the Channel 248A Goodwater reference site geographic coordinates:

33° 02′ 22″ North Latitude
86° 00′ 21″ West Longitude

The city of Goodwater has a population of 1,633 persons. Goodwater presently has no aural services assigned. Talladega would have two remaining full-time aural services, WTDR(FM) on Channel 224A and WNUZ(AM) on 1230 kHz.

There would be a "net" loss of 27,230 persons resulting from the allotment Channel 248A at Goodwater from Talladega. The gain/loss analysis map is provided in Sheet 3 of Figure 6. The total Goodwater Channel 248A 60 dBu service area would contain 49,390 persons over an area of 2,460 square kilometers; the existing Talladega Channel 247A 60 dBu service area contains 76,620 persons over an area of 2,460 square kilometers. The proposed Goodwater allotment does not provide 70 dBu coverage to any urbanized area. The majority of loss area would contain service from at least 5 other full-time stations. A small area over 9 square kilometers containing 67 persons only would have 3 remaining fulltime services and two areas over a cumulative area of 98.3 square kilometers containing 1,376 persons only would have 4 remaining fulltime services.

Proposed Channel 248A Pine Level, Alabama

It is proposed to modify the Channel 248A Pine Level, Alabama vacant allotment reference coordinates. This is required to accommodate Channel 248A at Goodwater, Alabama and ultimately Channel 247C2 at Gardendale.

The attached Sheet 1 of Figure 7 is a tabulation of the required separations pertinent to the use of Channel 248A at Pine Level. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments. Operation from the reference site will provide the requisite city grade signal to all of Pine Level.[5] Sheet 2 of Figure 7 is a coverage map showing the 70 dBu contour and the assumed city limits of Pine Level.

Below are the Channel 248A Pine Level reference site geographic coordinates:

31° 59′ 33″ North Latitude
86° 00′ 05″ West Longitude

There would be a "net" gain of 12,200 persons resulting from the modified allotment geographic coordinates. The gain/loss analysis map is provided in Sheet 3 of Figure 7. The total proposed Channel 248A 60 dBu service area would contain 28,920 persons over 2,460 square kilometers; the existing Channel 248A 60 dBu service area contains 16,720 persons over 2,460 square kilometers. The proposed Pine Level modification does not provide 70 dBu coverage to any urbanized area. The loss area would contain service from at least 5 other full-time stations.

[5] The community of Pine Level does not have any Census designed city limits. Therefore, an assumed 3 mile radius around the Pine Level community reference point is assumed.

Proposed Channel 249A Jemison, Alabama

It is proposed to delete Channel 249A at Clanton and allot Channel 249A at Jemison, Alabama. This is required to accommodate channel 248A at Goodwater, Alabama and ultimately Channel 247C2 at Gardendale.

The attached Sheet 1 of Figure 8 is a tabulation of the required separations pertinent to the use of Channel 249A at Jemison. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments.[6] Operation from the reference site will provide the requisite city grade signal to all of Jemison. Sheet 2 of Figure 8 is a coverage map showing the 70 dBu contour and the city limits of Jemison.

Below are the Channel 249A Jemison reference site geographic coordinates:

32° 56′ 23″ North Latitude
86° 46′ 11″ West Longitude

The town of Jemison has a population of 2,248 persons. Jemison presently has no aural services assigned. Clanton would have one remaining aural service, WKLF(AM) on 980 kHz.

There would be a "net" gain of 15,700 persons resulting from the substitution. The gain/loss analysis map is provided in Sheet 3 of Figure 8. The total proposed Jemison Channel 249A 60 dBu service area would contain 60,580 persons over an area of 2,460 square kilometers; the existing Clanton Channel 249A 60 dBu service area contains 44,880 persons over an area of 2,460

[6] The allotment of Channel 249A at Jemison is mutually exclusive with the allotment of Channel 249A at Canton.

square kilometers. The proposed Jemison allotment does not provide 70 dBu coverage to any urbanized area. The loss area would contain service from at least 5 other full-time stations.

Proposed Channel 249A Thomaston, Alabama

It is proposed to modify the Channel 249A Thomaston, Alabama reference coordinates. This is required to accommodate Channel 249A at Jemison and ultimately Channel 247C2 at Gardendale.

The attached Sheet 1 of Figure 9 is a tabulation of the required separations pertinent to the use of Channel 249A at Thomaston. The proposed reference site complies with the Commission's minimum distance separation requirements contained in Section 73.207 to all existing, authorized and proposed stations and allotments. Operation from the reference site will provide the requisite city grade signal to all of Thomaston. Sheet 2 of Figure 9 is a coverage map showing the 70 dBu contour and the city limits of Thomaston.

Below are the Channel 249A Thomaston reference site geographic coordinates:

32° 17′ 45″ North Latitude
87° 44′ 45″ West Longitude

The town of Thomaston has a population of 383 persons.

There would be a "net" gain of 7,090 persons resulting from the modified geographic coordinates. The gain/loss analysis map is provided in Sheet 3 of Figure 9. The total proposed Thomaston 249A 60 dBu service area would contain 24,170 persons over an area of 2,460 square kilometers; the existing Thomaston Channel 249A 60 dBu

service area contains 17,080 persons over an area of 2,460 square kilometers. The proposed Thomaston modification does not provide 70 dBu coverage to any urbanized area. The loss area would contain service from at least 5 other full-time stations.

Proposed Modifications to Table of Allotments

This counterproposal provides for the following allotment changes to Section 73.202, The Commission's Table of FM Allotments.

City	Present	Proposed
Gardendale, AL	---	247C2
Birmingham, AL	229C, 233C, 243C 258C, 284C, 295C 299C	229C, 233C, 243C 258C, 284C, 299C
Homewood, AL	247A	295C
Dadeville, AL	247A	262A
Orrville, AL	247A	300A
Talladega, AL	224A, 248A	224A
Goodwater, AL	---	248A
Clanton, AL	249A	---
Jemison, AL	---	249A

Charles A. Cooper

du Treil, Lundin & Rackley, Inc.
201 Fletcher Avenue
Sarasota, Florida 34237
941.329.6000

June 18, 2001

Figure 1

TECHNICAL EXHIBIT
IN SUPPORT OF COMMENTS IN MM DOCKET NUMBER 01-104

Summary of Gain/Loss Analysis

Allotment	Loss Area (km^2)	Gain Area (km^2)	Loss Population	Gain Population
Gardendale, AL	0	6,030	0	215,600
Orrville, AL	320	320	3,075	1,310
Goodwater, AL	2,130	2,130	74,960	47,730
Pine Level, AL	560	560	4,780	16,980
Jemison, AL	790	790	6,600	22,300
Thomaston, AL	588	588	3,540	10,630
Total:	4,215	10,245	92,955	314,550

The counterproposal would have a "net" gain of 221,595 persons over an area of 6,030 square kilometers.

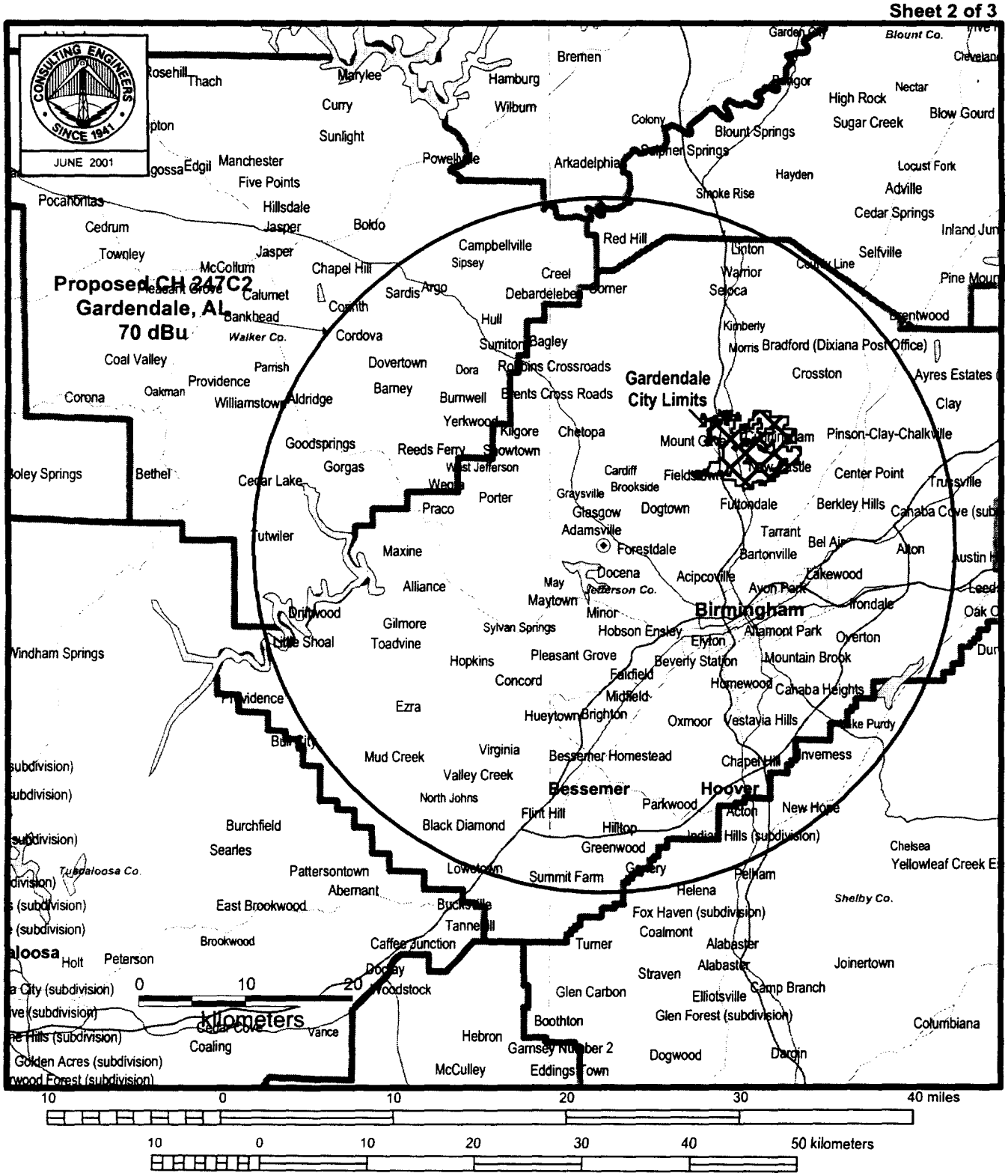
Note: Population based upon 2000 Census.

TECHNICAL EXHIBIT
IN SUPPORT OF COMMENTS IN MM DOCKET NUMBER 01-104

Channel 247C2 Gardendale, Alabama Allocation Study

33° 34′ 55″ North Latitude
86° 56′ 46″ West Longitude

Call Status	City State	FCC File No.	Channel Freq.	ERP(kW) HAAT(m)	Latitude Longitude	Bearing deg-Tru	Dist. (km)	Req. (km)
WRSA 47907	DECATUR AL	BLH LIC C 19861028KA	245C 96.9	100.000 308	34-29-23 086-37-38	N 16.1	104.91	105.0
WRLR 71417	HOMEWOOD AL	BLH LIC C 19981117KD	247A 97.3	0.640 306	33-27-37 086-51-07	147.1	16.08	166.0
[Subject station of upgrade. No allocation concern]								
WZLM 15283	DADEVILLE AL	BMPH CP C 19990125IC	247A 97.3	2.750 N 147	32-52-58 085-49-16	N 126.3	130.42	166.0
[Proposed to substitute Channel 262A for Channel 247A at Dadeville. No allocation concern.]								
WJAM-F 59383	ORRVILLE AL	BLH LIC C 19940808KZ	247A 97.3	3.700 N 128	32-21-38 087-09-12	N 188.2	136.83	166.0
[Proposed to substitute Channel 300A for Channel 247A at Orrville No allocation concern.]								
WLOV-F 40469	SOUTH PITTS TN	BLH LIC C 19901119KE	247C2 97.3	16.000 N 261	34-58-21 085-37-58	N 37.6	196.01	190.0
WSSY-F 64557	TALLADEGA AL	BPH CP C 19990211IA	248A 97.5	2.000 N 175	33-25-00 086-05-04	N 102.7	82.14	106.0
[Proposed to substitute Channel 248A at Goodwater for Channel 248A at Talladega. See next record.]								
WSSY-F 64557	Goodwater AL		248A 97.5		33-02-22 086-00-21		106.24	106.0
[Proposed Goodwater allocation.]								
WKLD 5885	ONEONTA AL	BPH CP C 19990804IG	249A 97.7	3.200 N 112	33-56-48 086-29-06	Y 46.3	58.83	55.0
	WINFIELD AL	RM C 10114	249A 97.7	0.000	33-59-47 087-43-43	302.7	85.82	55.0
WEZZ-F 61231	CLANTON AL	BLH LIC C 3338	249A 97.7	3.000 N 75	32-50-08 086-40-49	N 163.3	86.41	55.0
WEZZ-F 61231	JEMISON AL		249A 97.7		32-56-23 086-46-11		73.10	72.0
[Proposed Channel 249A Jemison, Alabama reference site. No allocation concern]								



CHANNEL 247C2 GARDENDALE CITY GRADE CONTOUR

PREPARED FOR

COX RADIO

du Treil, Lundin & Rackley, Inc Sarasota, Florida